

RECORDATION NO. 9412-A Filed & Recorded

JUN 29 1978 12 12 PM



Pullman Standard

INTERSTATE COMMERCE COMMISSION
Freight Unit

200 South Michigan Avenue
Chicago, Illinois 60604
(312) 322-7070

June 28, 1978

Hon. H. G. Homme
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Rec No

9412

8-180A030

JUN 29 1978

Date 7/10

Fee \$ 10.00

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the Release and Assignment dated as of June 28, 1978 releasing and assigning certain rights under a Conditional Sale Agreement dated as of May 23, 1978 among the parties set forth below. Six counterpart originals of the document are enclosed with this letter of transmittal, along with a check in the amount of \$10.00.

Washington, D. C.

The information required for such recordation by Order of the Interstate Commerce Commission is as follows:

Section 1116.4(b). The names and addresses of the parties to the transaction:

Vendor - Pullman Incorporated
(Pullman Standard Division)
200 S. Michigan Avenue
Chicago, Illinois 60604

Purchaser - ITEL CORPORATION
Two Embarcadero Center
San Francisco, California 94111

Section 1116.4(c). Description of the equipment:

Type	Quantity	Lessee's Car Nos.	Marked*	A.A.R. Mechanical Designation
50'6" 70-Ton Capacity General Purpose Single Sheath Box Cars	22	1500-1521 Inclusive	ALM	XM

RECEIVED
JUN 29 12 06 PM '78
T.O.C.
FEE OPERATION BR.

Larry D. Wittenback
Charles J. [Signature]

2.

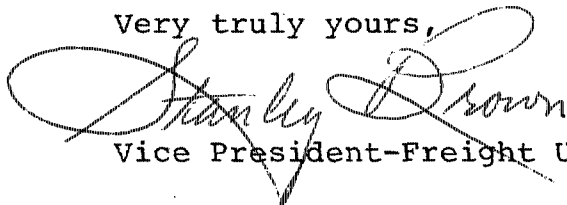
* Each unit will have stenciled on each side thereof the following legend:

"OWNED BY A BANK OR TRUST COMPANY
UNDER A SECURITY AGREEMENT FILED
UNDER THE INTERSTATE COMMERCE ACT
SECTION 20c."

Section 1116.4(e) -- Conditional Sale Agreement dated as of May 23, 1978 was filed with the Interstate Commerce Commission at 12:15 P.M. on June 1, 1978 and assigned Recordation Number 9412.

Section 1116.4(f) - Four counterpart originals of the document being recorded should be returned to Paul W. Voegeli, Esq., Cravath, Swaine & Moore, One Chase Manhattan Plaza, New York, New York 10005.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Stanley Brown", is written over the typed name. The signature is fluid and cursive, with the first name "Stanley" and last name "Brown" clearly distinguishable.

Vice President-Freight Unit

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JUN 20 1978 - 12 12 PM

RELEASE AND ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

In consideration of \$731,528.82 and other valuable consideration, Pullman Incorporated (Pullman Standard Division), a Delaware corporation (the "Builder"), the builder under a Conditional Sale Agreement dated as of May 23, 1978 (the "Conditional Sale Agreement") with ITEL CORPORATION, a Delaware corporation acting through its Rail Division (ITEL CORP.-Rail Division), recorded on June 1, 1978 with the Interstate Commerce Commission as Recordation No. 9412, hereby releases and discharges ITEL CORPORATION, a Delaware Corporation, from any and all liability or other obligation which ITEL CORPORATION may have under the Conditional Sale Agreement. Further, the Builder hereby assigns to ITEL CORPORATION all of the Builder's right, title, and interest in and to 22 50'6" box cars, numbers ALM 1500-1521 inclusive, which cars are covered by the Conditional Sale Agreement.

Dated: June 28, 1978

PULLMAN INCORPORATED
(Pullman Standard Division)

ATTEST:

Margaret M. Keenan
Assistant Secretary

By: Stanley Brown
Vice President-Freight Unit

STATE OF ILLINOIS
COUNTY OF COOK, SS:

On June 28, 1978, before me personally appeared Stanley Brown, to me personally known, who being by me duly sworn, says that he is the Vice President of the Freight Unit of Pullman Incorporated (Pullman Standard Division), that the seal affixed to the foregoing instrument is the corporate seal of that corporation, that said instrument was signed and sealed on behalf of that corporation by authority of its Board of Directors, and he acknowledged that the execution of that instrument was the free act and deed of that corporation.

Sharon L. Olson
Notary Public

MY COMMISSION EXPIRES AUGUST 3, 1980